

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
HARBINGER F&G, LLC,	:	
	:	
Plaintiff,	:	No. 12-cv-5315 (CRK)
	:	
v.	:	ECF Case
	:	
OM GROUP (UK) Limited,	:	
	:	
Defendant.	:	
	:	
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STIPULATION AND ORDER OF VOLUNTARY DISMISSAL WITH PREJUDICE

The undersigned counsel for Harbinger F&G, LLC ("Harbinger") and OM Group (UK) Limited ("OM"), hereby stipulate and agree that:

WHEREAS, on May 27, 2014, the Court entered an Order finding that Harbinger breached Section 5.14(c) of the First Amended and Restated Stock Purchase Agreement ("SPA") by failing to pay OM the full amount of a quarterly facility fee to which OM was entitled; and

WHEREAS, on March 18, 2015, after a bench trial, the Court entered an Opinion and Order (i) finding that OM breached Section 5.21(f)(ii) of the SPA by failing to pay Harbinger a post-closing purchase price reduction, and awarding Harbinger damages from OM in connection with the breach of Section 5.21(f)(ii), plus prejudgment interest, as well as reasonable attorneys' fees and expenses on its claim; and (ii) awarding OM damages from Harbinger in connection with the breach of Section 5.14(c), plus prejudgment interest, as well as reasonable attorneys' fees and expenses on its claim; and

WHEREAS, Harbinger and OM have settled and resolved their respective claims in their entirety as against each other, without the filing of a Final Judgment with the Clerk of the Court;

NOW, THEREFORE, Harbinger and OM stipulate that:

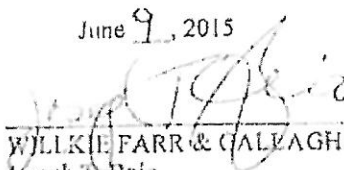
1. All claims and causes of action alleged against OM in this action are dismissed with prejudice pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure;
2. All claims and causes of action alleged against Harbinger in this action are dismissed with prejudice pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure;

3. This Stipulation may be executed in counterparts and signed by facsimile or electronically.

In accordance with Rule 41(a)(1)(A)(ii), this Stipulation is signed and agreed to by all parties who have appeared.

Dated: New York, New York

June 9, 2015


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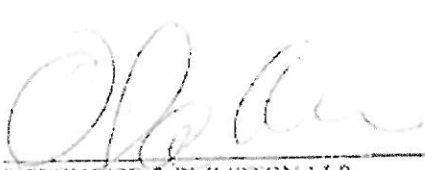
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Attorneys for Plaintiff Harbinger F&G, LLC

/s/ Claire R. Kelly

Claire R. Kelly, Judge

Dated: June 23, 2015

New York, New York